

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI
JACKSON DIVISION

THE AMERICAN INSURANCE COMPANY

PLAINTIFF

VS.

CIVIL ACTION NO. 3:07CV746HTW-LRA

C.E. FRAZIER CONSTRUCTION
COMPANY, ET AL.

DEFENDANTS

ANSWER OF PHYLLIS E. FRAZIER

Phyllis E. Frazier answers the Complaint as follows:

FIRST DEFENSE

The Complaint fails to state a claim upon which relief can be granted against Phyllis E. Frazier.

SECOND DEFENSE

The claims asserted against Phyllis E. Frazier are subject to the Partial Waiver of Indemnity provision of the General Indemnity Agreement.

THIRD DEFENSE

Phyllis E. Frazier never consented to serve as an officer or director of any of the corporate Defendants in this civil action.

Phyllis E. Frazier responds to the allegations of the Complaint, paragraph by paragraph, as follows:

1. Admitted.
2. Admitted.
3. Admitted.
4. Admitted.

5. Admitted.
6. Admitted.
7. Admitted.
8. Admitted.
9. Admitted.
10. Admitted.
11. Denied as to Phyllis E. Frazier. Otherwise, admitted.
12. Admitted.
13. Admitted.
14. The Indemnity Agreement speaks for itself. Otherwise, denied.
15. Phyllis E. Frazier is without knowledge or information sufficient to form a belief as to the truth of these allegations.
16. Phyllis E. Frazier is without knowledge or information sufficient to form a belief as to the truth of these allegations.
17. Phyllis E. Frazier is without knowledge or information sufficient to form a belief as to the truth of these allegations.
18. Phyllis E. Frazier is without knowledge or information sufficient to form a belief as to the truth of these allegations.
19. Phyllis E. Frazier is without knowledge or information sufficient to form a belief as to the truth of these allegations.
20. Phyllis E. Frazier is without knowledge or information sufficient to form a belief as to the truth of these allegations.
21. Admitted.
22. Phyllis E. Frazier is without knowledge or information sufficient to form a belief as

to the truth of these allegations.

23. Phyllis E. Frazier is without knowledge or information sufficient to form a belief as to the truth of these allegations.

24. Phyllis E. Frazier is without knowledge or information sufficient to form a belief as to the truth of these allegations.

25. Denied.

26. Phyllis E. Frazier incorporates by reference her responses to paragraphs 1 through 25.

27. Denied.

28. Phyllis E. Frazier incorporates by reference her responses to paragraphs 1 through 27.

29. Denied.

Phyllis E. Frazier denies the allegations that follow the word "WHEREFORE" on page 10 of the Complaint and denies that the Plaintiff is entitled to any relief against her.

This the 24th day of January, 2008.

Respectfully submitted,

PHYLLIS E. FRAZIER

By Her Attorneys,
BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, P.C.

By: /s/ William N. Reed
William N. Reed

William N. Reed (MSB No.4689)
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CERTIFICATE OF SERVICE

I, William N. Reed, attorney for Phyllis E. Frazier, do hereby certify that I have this day filed the foregoing document via the Court's ECF System which served a copy upon the following counsel:

Kenneth G. Perry, Esq.
kperry@shellbuford.com

Lamar Watts, Esq.
lwatts@shellbuford.com

This the 24th day of January, 2008.

/s/William N. Reed
William N. Reed